

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting ("6<sup>th</sup> AGM" or "Meeting") of Tashin Holdings Berhad ("the Company") will be held on a virtual basis at the Broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Thursday, 8 June 2023 at 10:00 a.m. for the following purposes:-

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and the Auditors thereon. (Please refer to item (1) of the Explanatory Notes to Ordinary Business)
2. To approve the payment of a single-tier final dividend of 2.0 sen per ordinary share for the financial year ended 31 December 2022. (Resolution 1)
3. To approve the payment of Directors' fees amounting to RM313,000.00 for the financial year ended 31 December 2022. (Resolution 2)
4. To approve an amount of up to RM40,000.00 as benefits payable to the Directors from 9 June 2023 until the next Annual General Meeting of the Company to be held in year 2024. (Resolution 3)
5. To re-elect the following Directors who are retiring pursuant to Clause 165 of the Company's Constitution, and being eligible, have offered themselves for re-election: (Resolution 4)
  - (a) Dato' Kalsom binti Abd. Rahman; (Resolution 5)
  - (b) Mr. Lim Choon Teik; and (Resolution 6)
  - (c) Ir. Tan Tiong Ben. (Resolution 7)
6. To re-appoint BDO FLT as the Company's External Auditors until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)
7. As Special Businesses:

To consider and, if thought fit, with or without any modification, to pass the following resolutions which will be proposed as ordinary and special resolutions:

**(a) ORDINARY RESOLUTION 1**

**- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016**

THAT subject always to the Companies Act 2016, the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company, at any time, at such price, to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 31 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016;

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company. (Resolution 8)

**(b) ORDINARY RESOLUTION 2**

**- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

THAT subject to the provisions of Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given to the Company and/or its subsidiaries to enter into the existing recurrent related party transactions of a revenue or trading nature ("Recurrent Related Party Transactions") as described in the circular to shareholders dated 28 April 2023 with the related parties mentioned therein subject further to the following:

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) disclosure in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year.

AND THAT the authority conferred by such mandate upon the passing of this ordinary resolution shall continue to be in force until:-  
 (a) the conclusion of the first Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse unless by a resolution passed at the meeting, the authority is renewed;

(b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(c) revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution. (Resolution 9)

**(c) SPECIAL RESOLUTION**

**- PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

THAT approval be and is hereby given for the Company to enhance the interpretations under Clause 1 and to amend its existing Clause 165A in the form and manner as set out in Appendix I of the Annual Report 2022;

AND THAT the Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts and take all such steps as may be considered necessary to give effect to the foregoing. (Resolution 10)

8. To transact any other ordinary business for which due notice has been given.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN that a single-tier final dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 December 2022, if approved by shareholders of the Company, will be payable on 14 July 2023 to shareholders of the Company whose names appear in the Record of Depositors on 23 June 2023. A depositor shall qualify for entitlement to the dividend only in respect of:

- a) Securities transferred into the depositor's securities account before 4:30 p.m. on 23 June 2023 in respect of ordinary transfers; and
- b) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Chua Siew Chuan (SSM PC No. 201908002648) (MAICSA No.: 0777689)  
 Chin Mun Yee (SSM PC No. 201908002785) (MAICSA No.: 7019243)  
 Company Secretaries

Kuala Lumpur  
 28 April 2023

**Explanatory Notes to Ordinary Business:**

1. Audited Financial Statements for the financial year ended 31 December 2022  
 Agenda item no. 1 is meant for discussion only, as the provisions of Section 340(1)(a) of the Companies Act 2016 do not require the formal approval of the shareholders of the Company for the Audited Financial Statements for the financial year ended 31 December 2022. Hence, this Agenda item is not put forward for voting.

2. Resolutions 4 to 6 - Re-election of Directors who retire by rotation pursuant to Clause 165 of the Company's Constitution  
 Pursuant to Clause 165 of the Company's Constitution, one-third (1/3) of the Directors at the date of the notice convening the Annual General Meeting will retire from office unless elected or re-elected at the Annual General Meeting. The Directors retiring will be those longest in office since their last election. If Directors were elected on the same day, the Directors to retire will either be as agreed between those Directors or by lot. If the total number of the Directors is not three (3) or a multiple of it, the number nearest to 1/3 will retire. All Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. Hence, three (3) out of ten (10) Directors are to retire in accordance with Clause 165 of the Company's Constitution.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 6<sup>th</sup> AGM of the Company, the Board of Directors through its Nomination Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with Practice 6.1 of the Malaysian Code of Corporate Governance, which includes the following:

- (i) Contribution and performance of each individual Director;
- (ii) Independence of the Independent Non-Executive Directors; and
- (iii) Fit and proper assessment.

Based on the results of the abovementioned evaluations, the Board of Directors considered that the performance of Dato' Kalsom binti Abd. Rahman, Mr. Lim Choon Teik and Ir. Tan Tiong Ben (each referred to as "retiring Director") to be effective. The retiring Directors were able to meet the Board of Directors' expectations in terms of experience, expertise, integrity, competency, participation and contribution. Each retiring Director demonstrates a commitment to the role and has sufficient time to meet his/her commitment to the Company. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant.

**Explanatory Notes to Special Business:**

1. Resolution 8 - Authority to issue shares pursuant to the Companies Act 2016

The Company wishes to renew the general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the general mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the first Annual General Meeting of the Company.

The Renewed Mandate will provide flexibility to the Company for the allotment of shares for any possible fundraising activities for the purpose of funding future investment projects, working capital and/or acquisition(s). As at the date of the Notice of Meeting, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Fifth Annual General Meeting of the Company held on 8 June 2022, which will lapse at the conclusion of the 6<sup>th</sup> AGM of the Company.

Pursuant to Section 85(1) of the Companies Act 2016 to be read together with Clause 31 of the Company's Constitution, shareholders of the Company have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other convertible securities.

The following are excerpted from the Companies Act 2016 and the Company's Constitution:

<p><b>Section 85(1) of the Companies Act 2016</b>                  Pre-emptive Rights to New Shares</p> <p>Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.</p>	<p><b>Clause 31 of the Company's Constitution</b></p> <p>31. Where the Company in General Meeting does not direct in a different way:</p> <ol style="list-style-type: none"> <li>31.1. new shares or convertible securities must be offered, before issue, to shareholders entitled to receive notices from the Company of General Meetings;</li> <li>31.2. the offer must, as far as circumstances allow, be in proportion to the amount of existing shares or securities to which such shareholders are entitled;</li> <li>31.3. the offer must be by a notice which specifies the number of shares or securities offered and which limits the time within which, the offer must be accepted or be treated as declined;</li> <li>31.4. if the offer is not accepted within such time or if such shareholders decline to accept the offer, the Board may dispose of those shares or securities in a way which they decide as most beneficial to the Company;</li> <li>31.5. the Board may also dispose of any new share or security which the Board considers cannot be conveniently offered under this Clause 31 on grounds of the ratio which the new shares or securities bear to shares or securities held by shareholders entitled to such an offer.</li> </ol>
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2. Resolution 9 - Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Recurrent Related Party Transactions")

A shareholder of the Company entitled to attend, participate, speak and vote at the Meeting is entitled to appoint one (1) or more proxies (who need not be a shareholder of the Company) to attend, participate, speak and vote for him/her but where that shareholder of the Company appoints more than one (1) proxy, he/she must specify the proportion of his/her shareholdings represented by each proxy.

As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent amendments, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders, proxies and/or corporate representatives shall communicate with the main venue of the 6<sup>th</sup> AGM of the Company via real-time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the 6<sup>th</sup> AGM of the Company as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders, proxies and/or corporate representatives may email their questions to [eservices@sshb.com.my](mailto:eservices@sshb.com.my) during the Meeting. The questions and/or remarks submitted by the shareholders, proxies and/or corporate representatives will be broadcasted and responded to by the Chairman/Board of Directors/relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.

3. The instrument appointing a proxy shall be in writing and in the case of an individual, shall be signed by the appointor or by his attorney; and in the case of a corporation, shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.

4. Where a shareholder of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

5. Appointment of proxy and registration for remote participation and voting  
 The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshb.net.my/>. The lodging of the Form of Proxy will not preclude any shareholder from participating and voting remotely at the Meeting should any shareholder subsequently wishes to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for the Meeting or any adjournment thereof. All resolutions set out in this Notice of Meeting are to be voted by poll.

Should you wish to personally participate in the Meeting remotely, please register electronically via Securities Services e-Portal at <https://www.sshb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide for the 6<sup>th</sup> AGM for further details.

The Administrative Guide for the 6<sup>th</sup> AGM is available for download at [www.tashin.com.my](http://www.tashin.com.my).